

**CONSTITUTION
OF
SINGAPORE CHINA FRIENDSHIP ASSOCIATION**

1. NAME

This Association shall be known as the “Singapore China Friendship Association” (hereinafter referred to as the “Association”)

2. PLACE OF BUSINESS

Its place of business shall be at “5 TOH TUCK LINK WORLD SCIENTIFIC PUBLISHING CENTRE Singapore 596224” Singapore 0106 or such other address as may subsequently be decided upon by the Management Committee and approved by the Registrar of Societies. The Association shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are :-

The provision of a forum for discussion and promotion of cultural, economic and trade relationships between Singapore and China. To achieve the Association’s objectives, the Association may carry out activities such as:

- (a) organizing or conducting cultural exchanges, lectures, seminars, luncheon meetings, researches, exchange programs, visits, social events etc;
- (b) publishing journal, periodical or any other literature of economic and trade interest;
- (c) and assisting members in conducting their business between Singapore and China.

4. MEMBERSHIP

- (1) Membership is open to individuals, corporations and institutions who subscribe and support the objects of the Association and meet the age and nationality/place of registration requirements as provided below.

(2) INDIVIDUAL MEMBERS

Individual membership shall consist of the following categories:

Life Member
Ordinary Member
Associate Member
Youth Member

4.2.1 Life and Ordinary Members must be 21 years old and above and are Singapore citizens or Singapore permanent residents.

4.2.2 Associate Members must be 21 years old and above and are residents of Singapore.

4.2.3 Youth Members must be between 18 and 35 years of age (for the avoidance of doubt, 18 years old and 35 years old are eligible) and attending full time education in Singapore.

(3) **CORPORATE MEMBERS**

Corporate membership shall consist of Corporate Life Members and Corporate Ordinary Members.

Corporate membership is open to corporations registered with ACRA. Corporate member shall nominate and appoint a natural person to act for and on behalf of the corporation. The nominated person shall be eligible to hold office in the Association only if the person is a Singapore citizen or Singapore permanent resident.

(4) **INSTITUTION MEMBERS**

Institution membership shall consist of Institutional Life members and Institutional Ordinary Members. Institution membership is open to organisations registered with the Registry of Societies of Singapore. Institution member shall nominate and appoint a natural person as representative to act for and on behalf of the institution. The nominated person shall be eligible to hold office in the Association only if the person is a Singapore citizen or Singapore permanent resident.

(5) **RIGHTS TO VOTE AND HOLDING OFFICE**

Except for Associate Members and Youth Members, all individual members, corporate representatives of Corporate Members and representatives of Institution Members who are Singapore citizens or Singapore permanent residents shall, in addition to enjoying the rights and privileges of membership, have the right to vote at general meetings of the Association and shall be eligible to stand for nomination to be elected as committee member and to become office bearer of the Association.

Associate Members and Youth Members shall enjoy all the rights and privileges as those of the ordinary members except for the right to vote at general meeting and right to stand for election as committee members of the Association.□

(6) SPOUSE MEMBERSHIP

Members' spouse may also register with the Association as a spouse member of the Association to enjoy the rights and privileges as those of ordinary member except for the right to vote at general meeting and for right to stand for office of the Association.

(7) HONORARY MEMBERS

The Management Committee has the right to appoint the following members:

Honorary Advisors
Advisors
Honorary Chairman
Honorary Committee Members

5. APPLICATION FOR MEMBERSHIP

- (1) A person or company wishing to join the Association shall submit his application in the prescribed form.
- (2) A new member must be proposed and seconded by two (2) existing members. The application shall be decided by the Management Committee whose decision shall be final.

6. ENTRANCE FEES, SUBSCRIPTION

- (1) An entrance fee is payable by a new member within one month from the date of notification of acceptance of membership by the Management Committee, in default of which membership may be cancelled by order of the Management Committee.

The existing Individual, Corporate and Institution are obliged to pay their Annual Subscription Fees as soon as they are due. Spouse members are not obliged to pay their Annual Subscription fees but this may be reviewed from time to time.

For the avoidance of doubt, all categories of life members are not required to pay for the annual subscription.

- (2) The Management Committee is empowered to fix and

subsequently review and revise the entrance fee and the annual subscription fee for various categories of membership.

- (3) Should a member fail to settle the amount due and payable by him/her to the Association and the amount due is outstanding for more than six (6) months, all his /her rights and privileges, including right to attend and vote at general meetings and holding office in the Association, will be suspended forthwith. He/she will cease to be a member when he/she still fails to settle the outstanding sum due and payable to the Association after being served with a termination notice giving the member the final chance to settle the sum so due. The member may appeal to the Management Committee to rejoin or to be reinstated as a member of the Association in which event the Management Committee will review and has the sole discretion to make the final decision.

7. SUPREME AUTHORITY AND GENERAL MEETINGS

- (1) The supreme authority of the Association is vested in a general meeting of the members presided over by the President.
- (2) An annual general meeting shall be held not later than 31 July each year.
- (3) An extraordinary general meeting shall be called by the President on the request in writing of twenty (20) percent of the voting membership and may be called at any time by order of the Management Committee.
- (4) At least twenty (20) percent of the voting membership or thirty voting members, whichever is the lesser, present at a general meeting shall form a quorum.
- (5) At least two (2) weeks' notice will be given of an annual general meeting and at least ten days' notice of an extraordinary general meeting and agenda shall be included in the notice. The ordinary business to be transacted at the annual general meeting shall include:
 - (a) Adoption of financial statements of the previous year
 - (b) Adoption of management report of the previous year
 - (c) Re-election of Management Committee, where applicable
 - (d) Election of Honorary Auditor
- (6) Any member who wishes to place an item on the agenda of a general meeting may do so provided he gives notice to the Honorary Secretary one week before the meeting is due to be

held.

- (7) In the event of there being no quorum at the commencement of a general meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum but they shall have no power to amend any of the existing rules

8. MANAGEMENT AND COMMITTEE

- (1) The management of the Association shall be entrusted to a committee consisting of members to be elected at the annual general meeting pursuant to Rule 8 (3) and such other members as may be co-opted under Rule 8 (2) herein. This committee shall be known as the Management Committee.
- (2) The elected Committee Members shall be empowered to co-opt up to three (3) additional ordinary members of the Association to serve on the Management Committee as Management Committee Members for a period which is concurrent with the tenure of the elected Management Committee for the time being subject to re-appointment for a further term.
- (3) At the annual general meeting where election of Management Committee Members is to be held, candidate nominated by one (1) member and seconded by another member may stand for election. Twenty one (21) candidates who obtain the highest votes will be elected as Management Committee Members. In case of a tie, the chairman presiding over the annual general meeting shall have a casting vote. No voting is required in the event that the number of candidates is twenty one (21) or fewer and the chairman of the meeting shall declare that all these candidates are duly elected to office.
- (4) The Management Committee members elected shall serve a term of three (3) years. A Management Committee Member who having completed a three (3) years term shall be eligible for re-election.
- (5) The Management Committee shall elect the following office bearers:
- A President
A Deputy President
An Executive Vice President
Up to Five (5) Vice President
An Honorary Secretary
An Assistant Honorary Secretary

An Honorary Treasurer
An Assistant Honorary Treasurer

- (6) Names for the above officer bearers shall be proposed and seconded at the first Management Committee meeting convened after the Annual General Meeting and election will follow on a simple majority vote of the Management Committee members. All office bearers except the Honorary Treasurer and Assistant Honorary Treasurer may be re-elected to hold the same or related post for a consecutive term of office.
- (7) Management Committee meeting shall be held once every two months after seven (7) days' notice to Management Committee members. The President may call a Management Committee meeting at any time by giving three (3) days' notice. At least six (6) of the Management Committee Members must be present for its proceedings to be valid. Any member of the Management Committee absenting himself from six (6) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Management Committee and a successor may be co-opted by the Management Committee to serve until the next election. Any changes in the Management Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.
- (8) The duty of the Management Committee is to organize and supervise the activities of the Association. The Management Committee may not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meetings.
- (9) The Management Committee shall seek the approval from members in a members meeting before incurring the following capital expenditure or embarking on the following event/activity:
 - (a) Capital expenditure of Singapore Dollars Fifty Thousand (S\$50,000) or higher for a single item or a group of related items.
 - (b) Capital expenditure of Singapore Dollars One Hundred Thousand (S\$100,000) or higher for any financial year.
 - (c) Event or activity which costs the Association, net of contribution and income for the event/activity, Singapore Dollars Fifty Thousand (S\$50,000) or more per event/activity.
 - (d) Events or activities which cost the Association, net

of contribution and income for the events/activities, Singapore Dollars One Hundred Thousand (S\$100,000) or more in a financial year.

- (10) The Management Committee is empowered to form sub-committees to achieve the objectives of the Association and has the discretion to appoint any management committee member to lead the respective sub-committee.
- (11) The Management Committee is also empowered to set up a Secretariat and to employ competent persons to manage the Secretariat and to pay the staff at such salaries, which the Management Committee at its absolute discretion may decide.

9. DUTIES OF OFFICE-BEARERS

- (1) The duties of the office-bearers are as follows :-
 - (a) The President shall act as chairman at all general and Management Committee meetings. He shall also represent the Association in its dealings with outside persons.
 - (b) The President shall act as chairman at all general and Management Committee meetings. He shall also represent the Association in its dealings with outside persons.
 - (c) The Honorary Secretary shall keep all records, except financial, of the Association and shall be responsible for their correctness. He will keep minutes of all general and Management Committee meetings. He shall maintain an up-to-date Register of Members at all times.
 - (d)) The Assistant Honorary Secretary shall assist the Honorary Secretary and deputize for him in his absence.
 - (e) The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness.
 - (f) The Assistant Honorary Treasurer shall assist the Honorary Treasurer and deputize for him in his absence.
- (2) Any Management Committee members shall cease acting in their respective capacity if they are subsequently found to be of unsound mind, convicted of a criminal offence and/or are adjudicated a bankrupt.

10. AUDIT AND FINANCIAL YEAR

- (1) Two voting members, not being members of the Management Committee, shall be elected as Honorary Auditors at each Annual General Meeting and will hold office for a term of one year only and shall not be re-elected for a consecutive term.

The accounts of the Association shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Association exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

- (2) They:

- (a) Will be required to audit each year's accounts and present a report upon them to the annual general meeting
- (b) May be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Management Committee.

- (3) The financial year shall be from 1st January to 31st December.

11. TRUSTEES

- (1) If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

- (2) The trustees of the Association shall:

- (a) not be more than four (4) and not less than two (2) in number.
- (b) be elected by a general meeting of members.
- (c) not effect any sale or mortgage of property without the prior approval of the general meeting of members.

- (3) The office of the trustee shall be vacated if:

- a) the trustee dies or becomes a lunatic or of unsound mind.
- b) he is absent from the Republic of Singapore for a period of more than one (1) year.

- c) he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
 - d) he submits notice of resignation from his trusteeship.
- (4) Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Association's premises at least two (2) weeks before the general meeting at which the proposal is to be discussed. The result of such general meetings shall then be notified to the Registrar of Societies.
- (5) The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

12. PROHIBITIONS

- (1) Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Association's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- (2) The funds of the Association shall not be used to pay the fines of members who have been convicted in Court.
- (3) The Association shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- (4) The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Management Committee or members unless with the prior approval of the relevant authorities.
- (5) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- (6) The Association shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

13. DISCIPLINARY PROCEDURE

- (1) When a complaint is received against a member that his conduct is inconsistent with the objectives or rules of the Association or he has acted wilfully in a manner prejudicial to the interest of the Association or his conduct has caused the reputation of the

Association to be adversely affected, the President shall appoint a Disciplinary Committee as soon as possible to investigate into the matter. The Disciplinary Committee shall consist of three members of the Management Committee who are not in any way involved in the matter complained of.

- (2) The Disciplinary Committee shall investigate the complaint, and shall inform the member complaint of and invite him to present his case. The Disciplinary Committee shall decide whether the complaint is proven and submit its report to the Management Committee. If the complaint is proven, the Disciplinary Committee shall also recommend the sanctions to be imposed on the member concerned. In the event that the complaint is not proven, the Disciplinary Committee shall recommend to the Management Committee that the matter be closed.
- (3) Based on the recommendation submitted by the Disciplinary Committee, The Management Committee shall, by a simple majority of the Management Committee members present and voting, decide the following sanctions:
 - (a) give a written warning to the member concerned; or
 - (b) expel the member from the Association
- (4) The member concerned shall be informed of the decision in writing
- (5) The member to whom sanction has been imposed may appeal to the FULL Management Committee within 14 days from date of the letter received. Notwithstanding the recommendations of the Disciplinary Committee, the FULL Management Committee, either in a meeting or by circular resolution, has power to decide:
 - (a) withdraw the warning; or
 - (b) reduce the sanction of expulsion to warning;
 - (c) dismiss the appeal; or
 - (d) any decision it thinks fit
- (6) The FULL Management Committee's decision is final unless it is reversed at a general meeting of members.

14. AMENDMENTS TO RULES

No alteration or addition/deletion to these rules shall be made except at a general meeting, and they shall not come into force without the prior sanction of the Registrar of Societies.

15. INTERPRETATION

In the event of any question or matter arising out of any point pertaining to day-to-day administration of the Association, which is not expressly provided for in the rules, the Management Committee shall have power to use their own discretion. The decision of the Management Committee shall be final unless it is reversed at a general meeting of members.

16. DISPUTE

In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an extraordinary general meeting in accordance with the rules in the Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

17. DISSOLUTION

- (1) The Association shall not be dissolved, except with consent of not less than 3/5 of the total voting membership of the Association for the time being resident in Singapore expressed, either in person or by proxy, at a general meeting convened for the purpose.
- (2) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be donated to an approved charity or charities in Singapore.
- (3) A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.